

WHEREAS, pursuant to Stipulation and Order Extending Time entered by the Court on May 23, 2019 [Dkt. No. 9], the deadline for all defendants to answer, move, or otherwise respond to the Complaint is currently June 28, 2019;

WHEREAS, substantially similar class actions have been filed in the Federal District Court for the Southern District of California, also alleging violations of Sections 14 and 20 of the Securities Exchange Act of 1934, in connection with the proposed acquisition of Maxwell by Tesla, Inc. against Defendants, styled *Leggett v. Maxwell Technologies, Inc., et al.*, Case No. 3:19-cv-00377, *Mantak v. Maxwell Technologies, Inc., et al.*, Case No. 3:19-cv-00451, and *Duffy v. Maxwell Technologies, Inc., et al.*, Case No. 3:19-cv-01094 (the “Duffy Action”);

WHEREAS, under the Securities Exchange Act of 1934 (as amended by the Private Securities Litigation Reform Act of 1995 (“PSLRA”)), a court must appoint “the most adequate plaintiff” as a “lead plaintiff” or “lead plaintiffs” to represent the class (“Lead Plaintiff”);

WHEREAS, on June 13, 2019, plaintiff James Duffy in the Duffy Action provided notice to members of the purported plaintiff class as required by the PSLRA, setting a deadline to move for Lead Plaintiff by August 12, 2019 in the Southern District of California;

WHEREAS, in light of the foregoing, the Parties have met and conferred and agreed that all deadlines in the present action should be stayed pending the outcome of the Lead Plaintiff motions in the substantially similar actions in the Southern District of California, without prejudice to either party’s ability to file a motion to lift the stay;

WHEREAS, this stay is without prejudice to Plaintiff’s ability to file a motion seeking an award of attorneys’ fees in connection with pre-merger supplemental disclosures, and the Parties have agreed that, in the event Defendants engage in any mediation with other plaintiffs regarding mootness fees for pre-merger supplemental disclosures, Defendants will inform Plaintiff and invite Plaintiff to participate;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED as follows:

1. The action is stayed pending the outcome of the Lead Plaintiff motions in the substantially similar actions in the Southern District of California, without prejudice to either party's ability to file a motion to lift the stay;
2. This stay is without prejudice to Plaintiff's ability to file a motion seeking an award of attorneys' fees in connection with pre-merger supplemental disclosures;
3. In the event Defendants engage in any mediation with other plaintiffs regarding mootness fees for pre-merger supplemental disclosures, Defendants will inform Plaintiff and invite Plaintiff to participate in said mediation; and
4. This stipulation is without prejudice to all rights and defenses of any of the defendants in responding to the Complaint.

Dated: New York, New York  
June 25, 2019

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*w/ permission*

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*(Additional signatures on next page)*

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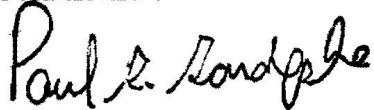
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Attorneys for Defendants

SO ORDERED.



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Paul G. Gardephe

United States District Judge

June 26, 2019